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MESSEURM  
60308 FRANKFURT AM MAIN

3A CHATER ROAD  
HONG KONG

1300 I STREET, N.W.  
WASHINGTON, D.C. 20005

4, PLACE DE LA CONCORDE  
75008 PARIS

1 FREDERICK'S PLACE  
LONDON EC2R 8AB

WRITER'S DIRECT NUMBER:

18973-FGH

October 27, 1994

Re: TTX Company - Lease No. 42-C  
Recordation Number 18973

Interstate Commerce Commission  
12th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

Attention: Secretary

Dear Mr. Secretary:

I enclose two fully executed and acknowledged original counterparts of each of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code:

Memorandum of Second Lease Supplement dated as of October 27, 1994 between First Security Bank of Utah for TTX Lease 42-C Trust (the "Owner Trustee") and TTX Company (the "Lessee"). The Memorandum of Second Lease Supplement supplements the Memorandum of Lease (No. 42-C) dated as of September 8, 1994 between the Owner Trustee and the Lessee.

Memorandum of Lease Assignment dated as of October 27, 1994 between the Owner Trustee and First Security Bank of Idaho, National Association (the "Security Trustee"). The Memorandum of Lease Assignment relates to the aforesaid Memorandum of Second Lease Supplement.

Memorandum of Second Equipment Trust Agreement Supplement dated as of October 27, 1994 between the Owner Trustee and the Security Trustee. The Memorandum of Second Equipment Trust Agreement Supplement supplements the Memorandum of Equipment Trust Agreement (No. 42-C) dated as of September 8, 1994 between the Owner Trustee and the Security Trustee.

These documents are "secondary documents" as defined in the applicable regulations and relate to the documents filed on September 8, 1994 under Recordation Number 18973.

*Claremont Plots - C. Lopez Joubert, IV*

The names and addresses of the parties to the documents are as follows:

Memorandum of Second Lease Supplement:

Lessee: TTX Company  
101 North Wacker Drive  
Chicago, Illinois 60606

Lessor and  
Owner Trustee: First Security Bank of Utah,  
National Association for  
TTX Lease 42-C Trust  
79 South Main Street  
Salt Lake City, Utah 84111

Memorandum of Lease Assignment:

Assignee: First Security Bank of Idaho,  
National Association  
79 South Main Street  
Salt Lake City, Utah 84111

Assignor: First Security Bank of Utah,  
National Association for  
TTX Lease 42-C Trust  
79 South Main Street  
Salt Lake City, Utah 84111

Memorandum of Second Equipment  
Trust Agreement Supplement:

Security Trustee: First Security Bank of Idaho,  
National Association  
79 South Main Street  
Salt Lake City, Utah 84111

Owner Trustee: First Security Bank of Utah,  
National Association for  
TTX Lease 42-C Trust  
79 South Main Street  
Salt Lake City, Utah 84111

The equipment covered by the documents consists of the railroad equipment described in Schedule A attached to each of the aforesaid documents. Such equipment is marked with the reporting marks and road numbers of TTX Company listed in said schedule.

A fee of sixty-three dollars (\$63.00) is enclosed. Please return all counterparts not needed by you to the delivering messenger, for delivery to Thomas Godfrey, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017.

A short summary of each document to appear in the index follows:

Memorandum of Second Lease Supplement dated as of October 27, 1994, between TTX Company, as lessee, and First Security Bank of Utah, National Association for TTX Lease 42-C Trust, as owner trustee and lessor, supplementing the Memorandum of Lease dated as of September 8, 1994 between said parties, covering single-unit all purpose double-stack container well cars, three-unit drawbar-connected all-purpose double-stack container well cars, five-unit articulated all-purpose spine container flatcars with retractable hitches and five-unit articulated double-stack container well cars, but shall not include any special devices, racks or assemblies, at any time attached or affixed to any such equipment, having the road numbers of TTX Company listed in the schedule thereto.

Memorandum of Lease Assignment dated as of October 27, 1994, evidencing the assignment by First Security Bank of Utah, National Association for TTX Lease 42-C Trust, assignor, of the Second Lease Supplement dated as of October 27, 1994, referenced in the aforementioned Memorandum of Second Lease Supplement between TTX Company, lessee, and First Security Bank of Utah, National Association for TTX Lease 42-C Trust, owner trustee and lessor, to First Security Bank of Idaho, National Association, assignee.

Memorandum of Second Equipment Trust Agreement Supplement dated as of October 27, 1994, between First Security Bank of Utah, National Association for TTX Lease 42-C Trust, owner trustee and debtor, and First Security Bank of Idaho, National Association, trustee, supplementing the Memorandum of Equipment Trust Agreement dated as of September 8, 1994 between said parties, covering single-unit all purpose double-stack container well cars, three-unit drawbar-connected all-purpose double-stack container well cars, five-unit articulated all-purpose spine container flatcars with retractable hitches and five-unit articulated double-stack container well cars, but shall not include any special devices, racks or assemblies, at any time attached or affixed to any such equipment, having the road numbers of TTX Company listed in the schedule thereto.

Very truly yours,

*Thomas Godfrey*

Thomas Godfrey  
Representative for TTX Company

Enclosures

18973 F

MEMORANDUM OF SECOND LEASE SUPPLEMENT dated as of October 27, 1994, by FIRST SECURITY BANK OF UTAH, not in its individual capacity but solely as trustee for TTX Lease 42-C Trust, a Utah trust, and TTX COMPANY, a Delaware corporation.

The undersigned have entered into that certain Lease of Railroad Equipment (No. 42-C), dated as of September 8, 1994, covering certain railroad equipment listed in Schedule A thereto, for a term ending on July 1, 2013, subject to early termination and renewal on the terms and conditions set forth in said Lease of Railroad Equipment.

A memorandum of said Lease of Railroad Equipment has been recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 of the United States Code, and assigned recordation number 18973.

The undersigned have entered into that certain Second Lease Supplement (No. 42-C), dated as of October 27, 1994, including in the said Lease of Railroad Equipment the railroad equipment listed in Schedule A hereto, and wish to show for the public record the interest of First Security Bank of Utah, not in its individual capacity but solely as trustee for TTX Lease 42-C Trust as owner trustee and lessor of said equipment, and the interest of TTX Company as lessee thereof.

IN WITNESS WHEREOF, the parties hereto have each caused this supplement to be duly executed by their respective officers or representatives thereunto duly authorized:

FIRST SECURITY BANK OF UTAH,  
NATIONAL ASSOCIATION, not in its  
individual capacity but solely as  
trustee for TTX Lease 42-C Trust

By: Val T. Orton  
Name: Val T. Orton  
Title: Vice President

TTX COMPANY

By: \_\_\_\_\_  
Name: Thomas D. Marion  
Title: Treasurer

IN WITNESS WHEREOF, the parties hereto have each caused this supplement to be duly executed by their respective officers or representatives thereunto duly authorized:

FIRST SECURITY BANK OF UTAH,  
NATIONAL ASSOCIATION, not in its  
individual capacity but solely as  
trustee for TTX Lease 42-C Trust

By: \_\_\_\_\_  
Name:  
Title:

TTX COMPANY

By: TD Marion  
Name: Thomas D. Marion  
Title: Treasurer

STATE OF UTAH

COUNTY OF SALT LAKE

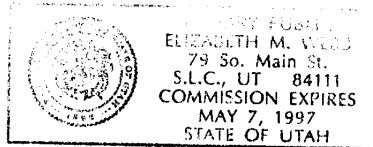
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SS.:

On this 25 day of October, 1994, before me personally appeared Val T. Orton, to me personally known, who, by me being duly sworn, says that he is a Vice President of First Security Bank of Utah, National Association, and that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Elizabeth M. Webb  
Notary Public

My commission expires



STATE OF ILLINOIS

COUNTY OF COOK

)  
)  
)

SS.:

On this \_\_\_ day of October, 1994, before me personally appeared Thomas D. Marion, to me personally known, who by me being duly sworn, says that he is Treasurer of TTX Company, and that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

\_\_\_\_\_  
Notary Public

My commission expires

STATE OF UTAH )  
 ) SS.:  
COUNTY OF SALT LAKE )

On this \_\_\_\_ day of October, 1994, before me personally appeared \_\_\_\_\_, to me personally known, who, by me being duly sworn, says that he is a \_\_\_\_\_ of First Security Bank of Utah, National Association, and that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

\_\_\_\_\_  
Notary Public

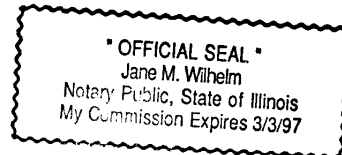
My commission expires

STATE OF ILLINOIS )  
 ) SS.:  
COUNTY OF COOK )

On this 20 day of October, 1994, before me personally appeared Thomas D. Marion, to me personally known, who by me being duly sworn, says that he is Treasurer of TTX Company, and that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

*Jane M. Wilhelm*  
\_\_\_\_\_  
Notary Public

My commission expires





TL42  
10/13/94

SCHEDULE A

TTX COMPANY

LEASE NO. 42C

DATED AS OF SEPTEMBER 8, 1994

THIRD AND FINAL CLOSING ON OCTOBER 27, 1994

CREDIT SUISSE

BUILDER/ CAR TYPE	QUANTITY		CAR NUMBERS	DELIVERY PERIOD	CONTRACT
	CARS	PLATFORMS			
GUNDERSON, INC.					
SINGLE-UNIT ALL-PURPOSE DOUBLE-STACK WELL CARS FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- DTTX.	1	1	456501.	AUGUST, '94	T-4093-F
THREE-UNIT DRAWBAR-CONNECTED ALL-PURPOSE DOUBLE-STACK WELL CARS FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- DTTX.	7	21	427287-427293.	JUNE, '94	T-3A93-F
JOHNSTOWN AMERICA CORPORATION					
FIVE-UNIT ARTICULATED ALL-PURPOSE SPINE FLATCARS WITH RETRACTABLE HITCHES FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- TTAX.	19 23 18	95 115 90	654120-654138. 654208-654230. 654287-654304.	MAY, '94 JUNE, '94 JULY, '94	T-3093-B T-3093-B T-3093-B
TRINITY INDUSTRIES, INC.					
FIVE-UNIT ARTICULATED ALL-PURPOSE SPINE FLATCARS WITH RETRACTABLE HITCHES FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- TTAX.	14	70	554023-554036.	JUNE-JULY, '94	T-4A93-P
THRALL CAR MANUFACTURING COMPANY					
FIVE-UNIT ARTICULATED DOUBLE-STACK CONTAINER WELL CARS WITH CAPACITY FOR 20' TO 48' CONTAINERS IN ALL WELLS- DTTX.	9	45	720250-720258.	JULY-AUG, '94	T-3093-T
TOTAL	91	437			